

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

_____)
IN THE MATTER OF: SPENCER CLARKE LLC.)
_____)

FILE NO. 1000223

CONSENT ORDER OF FINE

TO THE RESPONDENT: Spencer Clarke LLC.
 (B/D#: 41316)
 410 Park Avenue Suite 1500
 New York, New York 10022

WHEREAS, Respondent on the 4th day of May 2011 executed a certain Stipulation to Enter Consent Order of Fine (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Amended Notice of Hearing of the Secretary of State, Securities Department dated March 30, 2011 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Fine ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Amended Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That the Respondent is an entity which engages in the business of acting as a dealer in the offer and sale of securities to the general public.
2. That on March 25, 2010 the Respondent filed a Form BD application for registration as a dealer in the State of Illinois pursuant to Section 8 of the Act. During the course of reviewing this application, the Department determined that additional information was needed. The application for registration was not complete until April 26, 2010.

3. That on March 26, 2010 the Respondent effected transactions in the account of one (1) Illinois resident.
4. That Section 8.A of the Act provides, in pertinent part that, except as otherwise provided, every dealer shall be registered as such with the Secretary of State.
5. That the activity described in paragraph four (3) above constitutes the activity of a dealer as defined in Section 2.7 of the Act.
6. That during all relevant times, the Respondent was not registered with the Secretary of State as a dealer pursuant to Section 8 of the Act.
7. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the provisions of the Act for any person to offer or sell any security except in accordance with the provisions of the Act.
8. That Section 12.C of the Act provides, inter alia, that it is a violation of the provisions of the Act for any person to act as a dealer, unless registered as such where such registration is required under the provisions of the Act.
9. That the Respondent has committed a violation of Sections 12.A and 12.C of the Act.
10. That Section 8.E(1)(g) of the Act provides that the registration of a dealer may be denied if it has violated any of the provisions of this Act.

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the Secretary of State has adopted the following additional Finding of Fact: That Section 11.E(4) of the Act provides that in addition to any other sanction or remedy contained in this subsection E, the Secretary of State, after finding that any provision of this Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000, for each violation of this Act, may issue an order of public censure against the violator, and may charge as costs of investigation all reasonable expenses, including attorney's fees and witness fees.

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WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusions of Law:

- 1). The Respondent has committed a violation of Sections 12.A and 12.C of the Act;
- 2) The Respondent's registration as a dealer in the State of Illinois is subject to denial pursuant to Section 8.E(1)(g) of the Act; and
- 3) The Respondent is subject to a fine pursuant to Sections 12.A, 12.C and 11.E(4) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that they shall be FINED One Thousand dollars (\$1,000.00), to be paid by certified or cashier's check, made payable to the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that they shall be levied the costs incurred during the investigation of this matter in the amount of Seven Hundred Fifty Dollars (\$750.00), to be paid by certified or cashier's check made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that they have submitted with the Stipulation a certified or cashier's check in the amount of One Thousand Seven Hundred Fifty dollars (\$1,750.00). Said sum is allocated as follows: One Thousand dollars (\$1,000.00) as FINE for violation of the Act; and Seven Hundred Fifty dollars (\$750.00) to cover the costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDER THAT:

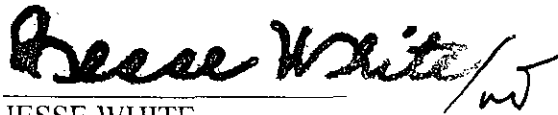
1. Respondent is FINED in the amount of One Thousand dollars (\$1,000.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on, May 5th, 2011 has submitted One Thousand dollars (\$1,000.00) in payment thereof.

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2. Respondent is levied costs of investigation in this matter in the amount of Seven Hundred Fifty dollars (\$750.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on May 5th, 2011 has submitted Seven Hundred Fifty dollars (\$750.00) in payment thereof.
3. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 5th day of May 2011.

A handwritten signature in black ink that reads "Jesse White" followed by a stylized flourish or initials.

JESSE WHITE
Secretary of State
State of Illinois

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Illinois Securities Department
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